

**CLEARY GOTTlieb STEEN
& HAMILTON LLP**

Jennifer Kennedy Park (SBN 344888)
jcpark@cgsh.com

1841 Page Mill Rd Suite 250
Palo Alto, CA 94304
Tel: +1 (650) 815-4100

Roger A. Cooper (Admitted *pro hac vice*)
Samuel Levander (Admitted *pro hac vice*)
Victoriya Levina (Admitted *pro hac vice*)
Andrew G. Khanarian (Admitted *pro hac vice*)

One Liberty Plaza
New York, NY 10006

Attorneys for Defendant
POLYCHAIN ALCHEMY, LLC

[additional parties in signature block]

UNITED STATES DISTRICT COURT

FOR THE NORTHERN DISTRICT OF CALIFORNIA

Amanda Houghton, Charles Douglas; and
Susan Franklin,

Plaintiffs,

v.

Compound DAO; Robert Leshner; Geoffrey
Hayes; AH Capital Management, LLC;
Polychain Alchemy, LLC; Bain Capital
Ventures (GP), LLC; Gauntlet Networks,
Inc.; Paradigm Operations LP,

Defendants.

Case No. 3:22-cv-07781-WHO

**JOINT STIPULATION AND
[PROPOSED] ORDER SETTING
DEADLINES RE: THE SECOND
AMENDED COMPLAINT**

1 Plaintiffs Amanda Houghton, Charles Douglas, and Susan Franklin, individually and on
2 behalf of all others similarly situated (“Plaintiffs”), and Defendants Robert Leshner, Geoffrey
3 Hayes, AH Capital Management, LLC, Polychain Alchemy, LLC, Bain Capital Ventures (GP),
4 LLC, Gauntlet Networks, Inc., and Paradigm Operations LP (“Defendants” and, with Plaintiffs,
5 the “Parties”) hereby stipulate and agree as follows:

6 **WHEREAS**, on December 8, 2022, Plaintiffs filed the Complaint (ECF No. 1) in the
7 above-captioned action;

8 **WHEREAS**, on March 31, 2023, Plaintiffs filed the First Amended Complaint (ECF No.
9 76);

10 **WHEREAS**, on November 4, 2024, Plaintiffs filed a Motion for Leave to Amend the First
11 Amended Complaint (“Motion to Amend”) (ECF No. 202);

12 **WHEREAS**, on January 28, 2025, proceedings were stayed pending resolution of
13 Defendants’ appeal to the Ninth Circuit of the Court’s order denying Defendants’ motion to
14 compel arbitration (ECF No. 242), and the Motion to Amend was administratively terminated,
15 with the Clerk’s Notice stating that “[t]he motions may be re-noticed when the stay is lifted” (ECF
16 No. 243);

17 **WHEREAS**, on October 21, 2025, the Ninth Circuit affirmed the Court’s denial of
18 Defendants’ motion to compel arbitration, *Houghton v. Polychain Alchemy, LLC*, 2025 WL
19 2965204 (9th Cir. Oct. 21, 2025);

20 **WHEREAS**, the mandate subsequently issued on November 12, 2025 (ECF No. 248);

21 **WHEREAS**, Plaintiffs sent to Defendants a proposed Second Amended Complaint on
22 December 12, 2025, which, *inter alia*, names Polychain Ventures LP, Polychain Master Fund I
23 LP, Polychain Parallel Fund I LP, and Dfinity Ecosystem Fund LP, as proposed additional
24 defendants (the “Proposed Defendants”);

25 **WHEREAS**, in the interest of efficiency and streamlining motion practice, Defendants
26 will not object to the filing of the Second Amended Complaint in view of Plaintiffs’ agreement
27 that all of Defendants’ and Proposed Defendants’ rights, claims, and defenses in connection with
28 the claims asserted in the proposed Second Amended Complaint are expressly preserved;

1 **WHEREAS**, the Parties met and conferred and jointly agreed to a schedule for briefing on
2 any motion to dismiss the proposed Second Amended Complaint (“Motions to Dismiss”);

3 **THEREFORE, IT IS HEREBY STIPULATED AND AGREED**, pursuant to Civil
4 Local Rules 6-1, 6-2, and 7-12, by and between the undersigned counsel for the Parties, subject to
5 Court approval, as follows:

- 6 1. Plaintiffs shall file the Second Amended Complaint within one business day of the
7 Court’s order entering this stipulation;
- 8 2. The filing of the Second Amended Complaint shall be without prejudice to any of
9 Defendants’ or Proposed Defendants’ rights, claims, or defenses, and shall in no
10 way impair or waive any of Defendants’ or Proposed Defendants’ rights to raise (in
11 a Motion to Dismiss or otherwise) any defense in response to Plaintiffs’ claims that
12 could have been raised in an opposition to a motion to amend, including, but not
13 limited to, any argument or defense that the Proposed Defendants cannot properly
14 be added as defendants to this action;
- 15 3. Defendants and/or Proposed Defendants shall file any Motions to Dismiss within
16 14 days of the filing of the Second Amended Complaint;
- 17 4. Plaintiffs shall file any oppositions to the Motions to Dismiss by 21 days after the
18 filing of any Motions to Dismiss;
- 19 5. Defendants and Proposed Defendants shall file any replies in support of the
20 Motions to Dismiss by 14 days after the filing of such oppositions;
- 21 6. Any Defendant or Proposed Defendant need not answer the Second Amended
22 Complaint until after the Court adjudicates all Motions to Dismiss, and the Parties
23 agree to meet and confer within five business days of the Court’s ruling on the
24 Motions to Dismiss to set a deadline for Defendants to answer the Second Amended
25 Complaint; and
- 26 7. Plaintiffs agree that they will not conduct discovery with respect to the Proposed
27 Defendants prior to the deadline to file any Motion to Dismiss, and further agree
28

not to conduct discovery with respect to the Proposed Defendants during the pendency of any Motion to Dismiss filed by the Proposed Defendants.

DATED: January 14, 2026

CLEARY GOTTlieb STEEN & HAMILTON LLP

/s/ Samuel Levander

Jennifer Kennedy Park (SBN 344888)
jpark@cgsh.com
1841 Page Mill Rd Suite 250
Palo Alto, CA 94304
Tel: (650) 815-4100

Roger A. Cooper (Admitted *pro hac vice*)
racoper@cgsh.com
Samuel Levander (Admitted *pro hac vice*)
slevander@cgsh.com
Victoriya Levina (Admitted *pro hac vice*)
vlevina@cgsh.com
Andrew G. Khanarian (Admitted *pro hac vice*)
akhanarian@cgsh.com
One Liberty Plaza
New York, NY 10006
Tel: (212) 225-2000

*Attorneys for Defendant
Polychain Alchemy, LLC*

MORRISON COHEN LLP

/s/ Michael Mix

Jason Gottlieb (Admitted *pro hac vice*)
jgottlieb@morrisoncohen.com
Michael Mix (Admitted *pro hac vice*)
mmix@morrisoncohen.com
Vani Upadhyaya (Admitted *pro hac vice*)
vupadhyaya@morrisoncohen.com
909 Third Avenue
New York, NY 10022
Tel: (212) 735-8600

LONDON & NAOR P.C.

Ellen London (SBN 325580)
elondon@londonstoutlaw.com
1999 Harrison St., Suite 655

Oakland, CA 94612
Tel: (415) 862-8494

*Attorneys for Defendants
Robert Leshner, Geoffrey Hayes,
and Gauntlet Networks, Inc.*

LATHAM & WATKINS LLP

/s/ Morgan E. Whitworth
Morgan E. Whitworth (SBN 304907)
morgan.whitworth@lw.com
505 Montgomery Street, Suite 2000
San Francisco, CA 94111
Tel: (415) 391-0600

Douglas K. Yatter (SBN 236089)
douglas.yatter@lw.com
Benjamin Naftalis (Admitted *pro hac vice*)
benjamin.naftalis@lw.com
1271 Avenue of the Americas
New York, NY 10020
Tel: (212) 906-1200

Susan E. Engel (Admitted *pro hac vice*)
susan.engel@lw.com
555 Eleventh Street, NW, Suite 1000
Washington, D.C. 20004
Tel: (212) 637-2200

Attorneys for Defendant AH Capital Management, L.L.C.

JENNER & BLOCK LLP

/s/ Kayvan B. Sadeghi
Kayvan B. Sadeghi (Admitted *pro hac vice*)
ksadeghi@jenner.com
Anna M. Windemuth (*pro hac vice* application pending)
awindemuth@jenner.com
1155 Avenue of the Americas
New York, NY 10036
Tel: (212) 891 1600

Benjamin T. Hand. (SBN CA 330451)
bhand@jenner.com
525 Market Street, 29th Floor
San Francisco, CA 94105
Tel: (628) 267 6800

Attorneys for Defendant Bain Capital Ventures (GP), LLC

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Zachary M. Faigen

Peter B. Morrison (SBN 230148)
peter.morrison@skadden.com
Zachary M. Faigen (SBN 294716)
zack.faigen@skadden.com
2000 Avenue of the Stars, Suite 200N
Los Angeles, CA 90067
Tel: +1 (213) 687-5000

Alexander C. Drylewski (Admitted *pro hac vice*)
alexander.drylewski@skadden.com
One Manhattan West
New York, NY 10001
Tel: (212) 735-3000

Attorneys for Defendant Paradigm Operations LP

SUSMAN GODFREY L.L.P.

/s/ Nicholas N. Spear

Steven G. Sklaver (SBN 237612)
ssklaver@susmangodfrey.com
Oleg Elkhunovich (SBN 269238)
oelkhunovich@susmangodfrey.com
Rohit D. Nath (SBN 316062)
rnath@susmangodfrey.com
Nicholas N. Spear (SBN 304281)
nspear@susmangodfrey.com
1900 Avenue of the Stars, Suite 1400
Los Angeles, California 90067-6029
Telephone: (310) 789-3100
Facsimile: (310) 789-3150

Taylor H. Wilson, Jr. (Admitted *pro hac vice*)
twilson@susmangodfrey.com
1000 Louisiana Street, Suite 5100
Houston, Texas 77002
Telephone: (713) 651-9366
Facsimile: (713) 654-6666

GERSTEIN HARROW LLP

Charles Gerstein (Admitted *pro hac vice*)
charlie@gerstein-harrow.com
1001 G Street NW, Suite 400 East
Washington, DC 20001
Telephone: (202) 670-4809

Jason Harrow (SBN 308560)
jason@gerstein-harrow.com

3243B S. La Cienega Blvd.
Los Angeles, California 90016
Telephone: (323) 744-5293

FAIRMARK PARTNERS, LLP

James Crooks (Admitted *pro hac vice*)
jamie@fairmarklaw.com
Michael Lieberman (Admitted *pro hac vice*)
michael@fairmarklaw.com
1499 Massachusetts Avenue, NW, #113A
Washington, DC 20001
Telephone: (619) 507-4182

*Attorneys for Plaintiffs Amanda Houghton, Charles
Douglas, and Susan Franklin*

PURSUANT TO STIPULATION, IT IS SO ORDERED

Dated: _____, 2026

By: _____
HONORABLE WILLIAM H. ORRICK III
UNITED STATES DISTRICT JUDGE

FILER'S ATTESTATION

I, Samuel Levander, am the ECF User whose ID and password are being used to file this Joint Stipulation And [Proposed] Order Setting Deadlines re: Plaintiffs' Motion for Leave to Amend the First Amended Complaint. In compliance with Civil Local Rule 5-1, I hereby attest that concurrence in the filing of this document has been obtained from each of the other signatories.

By: /s/ Samuel Levander
Samuel Levander